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***Attorneys for Defendants***

**UNITED STATES DISTRICT COURT**

**NORTHERN DISTRICT OF CALIFORNIA**

MICHAEL VALLIERES, Derivatively on  
Behalf of AFFIRM HOLDINGS, INC.

Plaintiff,

v.

MAX LEVCHIN, JEREMY LIEW, LIBOR  
MICHALEK, JENNY J. MING, CHRISTA S.  
QUARLES, KEITH RABOIS, JACQUELINE  
D. RESES, JAMES D. WHITE AND  
MICHAEL LINFORD,

Defendants,

-and-

AFFIRM HOLDINGS, INC.,

Nominal Defendant.

Case No.: 3:22-cv-02507-VC

**JOINT STIPULATION AND  
~~[PROPOSED]~~ ORDER REGARDING  
VOLUNTARY DISMISSAL OF  
PLAINTIFF'S CLAIMS AGAINST  
DEFENDANTS WITHOUT PREJUDICE**

Judge Vince Chhabria  
Courtroom 4, 17th Floor

Pursuant to Federal Rule of Civil Procedure 41(a) and Civil Local Rule 7-12, Plaintiff Michael Vallieres (“Plaintiff”), derivatively on behalf of Affirm Holdings, Inc. (“Affirm” or the “Company”), and Defendants Max Levchin, Jeremy Liew, Libor Michalek, Jenny J. Ming, Christa S. Quarles, Keith Rabois, Jacqueline D. Reses, James D. White and Michael Linford, (“Individual Defendants”) and with Affirm Holdings, Inc., Nominal Defendant, (collectively “Defendants”) and together with Plaintiff (each a “Party” and together, the “Parties”), submit this Joint Stipulation and [Proposed] Order Regarding Voluntary Dismissal of Plaintiff’s Claims Against Defendants, and in support thereof state as follows:

WHEREAS, on April 25, 2022, Plaintiff Michael Vallieres filed this Action purportedly in the right, and for the benefit of Affirm against all Individual Defendants in connection with Individual Defendants’ alleged breach of fiduciary duties, gross mismanagement, abuse of control, unjust enrichment, and against Defendants Levchin and Linford for alleged violations of Section 10(b) and 21D of the Securities Exchange Act of 1934 (“Exchange Act”), related to the February 10, 2022 tweet concerning Affirm’s second quarter financial results that was inadvertently posted before the earnings results had been released;

WHEREAS, prior to the filing of this Action, a putative securities class action captioned *Toole v. Affirm Holdings, Inc.*, Civil Action No. 3:22-cv-01243 (the “Securities Litigation”) was filed against Defendants Max Levchin, Michael Linford, and Affirm Holdings, Inc., in the United States District Court for the Northern District of California;

WHEREAS, on June 3, 2022, this Court granted Defendants’ unopposed motion to relate this Action to the Securities Litigation, due to the apparent overlap between the facts and circumstances alleged in both cases;

WHEREAS, on June 10, 2022, this Court granted the Joint Stipulation and Order to Stay this Action pending final adjudication of the Securities Litigation (*Vallieres*, ECF No. 16);

WHEREAS, on September 28, 2022, this Court dismissed the complaint in the Securities Litigation with leave to amend (*Toole*, ECF No. 78), and on October 20, 2022, final judgment was entered in favor of the defendants (*Toole*, ECF No. 79);

1 WHEREAS, the *Toole* plaintiffs did not appeal the entry of final judgment, and the November  
2 21, 2022 deadline for doing so has passed;

3 WHEREAS, following careful consideration of the circumstances, including the dismissal of  
4 the *Toole* Action on which this Action was predicated, Plaintiff has decided to voluntarily dismiss  
5 this Action without prejudice;

6 WHEREAS, Defendants have neither answered the complaint filed in this Action nor moved  
7 for summary judgment;

8 WHEREAS, no notice to shareholders of this voluntary dismissal is required or warranted  
9 under Federal Rule of Civil Procedure 23.1(c) because: (i) there has been no settlement or  
10 compromise of this Consolidated Derivative Action; (ii) there has been no collusion among the  
11 Parties; (iii) no payment has been made or will be paid to any party or their counsel in connection  
12 with the voluntary dismissal; (iv) the voluntary dismissal is made without prejudice and therefore  
13 will not have any preclusive effect on any other action or Affirm shareholder to pursue claims; and  
14 (v) Defendants will not suffer any prejudice as they do not oppose this voluntary dismissal;

15 WHEREAS, the Parties met and conferred and agree that this Action should be dismissed  
16 without prejudice, with each Party to bear its own fees and costs;

17 WHEREFORE, subject to the Court's approval, the Parties stipulate and agree as follows:

- 18 1. Pursuant to Federal Rule of Civil Procedure 41(a), the derivative action, titled  
19 *Vallieres v. Levchin*, No. 3:22-cv-02507-VC, shall be dismissed without prejudice;
- 20 2. Each Party shall bear its own fees and costs; and
- 21 3. For the reasons stated above, no notice of the dismissal is required under Federal Rule  
22 of Civil Procedure 23.1(c).

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Dated: December 15, 2022

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**FILER'S ATTESTATION**

Pursuant to Civil L.R. 5-1(h)(3) regarding signatures, I hereby attest that concurrence in the filing of the document has been obtained from all of the signatories above.

Date: December 15, 2022

/s/ Michael D. Celio  
Michael D. Celio

\* \* \*

PURSUANT TO JOINT STIPULATION, IT IS SO ORDERED.

Date: January 12, 2023

  
HONORABLE VINCE CHHABRIA  
District Court Judge